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19171-C  
FEB 2 - 1995 10:30 AM  
INTERSTATE COMMERCE COMMISSION

February 1, 1995

19171-C

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is an Amendment Memorandum of Lease Assignment, a "secondary document", dated as of January 31, 1995. The document to which this is connected is the Memorandum of Lease Assignment dated as of January 9, 1995, which was filed with the Commission on January 11, 1995, and assigned recordation number 19171-A.

The names and addresses of the parties to the document are as follows:

ASSIGNORS: CL Jaguar Limited  
CL Cougar Limited  
c/o Central Leasing Company Limited  
1-1, Toranomon 2-chome  
Minato-ku, Tokyo, Japan

ASSIGNEE: The Tokai Bank, Limited  
New York Branch  
55 East 52nd Street  
New York, New York 10055

Counterparts of 19171-C

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
45	6-axle Diesel-Electric Locomotives	C-C	8764-8808

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Amendment Memorandum of Lease Assignment dated as of January 31, 1995, between CL Jaguar Limited and CL Cougar Limited, as assignors, and The Tokai Bank, Limited, New York Branch, as assignee, and covering 45 diesel-electric locomotives (numbered NS 8764-8808).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Encl.

120A

RECORDATION NO. 19171-C FILED 1425

FEB 2 - 1995 - 10 55 AM

AMENDMENT MEMORANDUM OF LEASE ASSIGNMENT  
dated as of January 31, 1995, among CL JAGUAR  
LIMITED and CL COUGAR LIMITED, corporations  
organized under the laws of Japan, and THE  
TOKAI BANK, LIMITED, NEW YORK BRANCH.

WHEREAS the parties hereto have entered into a  
Memorandum of Lease Assignment dated as of January 9, 1995,  
in respect of the assignment of a certain Lease Agreement  
dated as of January 9, 1995, and supplements thereto,  
covering forty-eight General Electric model Dash 9-40C  
diesel-electric locomotives bearing the road numbers of  
Norfolk Southern Railway Company 8764 through 8811; and

WHEREAS the said Memorandum of Lease Assignment  
has been filed and recorded with the Interstate Commerce  
Commission pursuant to section 11303 of Title 49 of the  
United States Code on January 11, 1995, and assigned  
recordation number 19171-A;

WHEREAS only forty-five locomotives, bearing the  
road numbers of Norfolk Southern Railway Company 8764  
through 8808 have been delivered and accepted under the said  
Lease Agreement and supplements thereto and are covered by  
said assignment.

IN WITNESS WHEREOF, the parties hereto wish to  
show for the public record the release and termination of  
the assignment of the said Lease Agreement and supplements  
thereto with respect to the remaining three locomotives  
bearing the road numbers of Norfolk Southern Railway Company  
8809 through 8811, and accordingly have caused this  
memorandum to be executed by their officers thereunto duly  
authorized, as of the date first above written.

CL JAGUAR LIMITED

by [Signature]  
Title: Attorney-in-fact

CL COUGAR LIMITED

by [Signature]  
Title: Attorney-in-fact

THE TOKAI BANK, LIMITED,  
NEW YORK BRANCH

by [Signature]  
Title: Vice President

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) SS.:

On this 30<sup>th</sup> day of January, 1995, before me personally appeared Yoshihiro Inden, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL JAGUAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mello*  
.....  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4729312  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) SS.:

On this 30<sup>th</sup> day of January, 1995, before me personally appeared Yoshihiro Inden, to me personally known, who, by me being duly sworn, says that he is an Attorney-in-fact of CL COUGAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mello*  
.....  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4729312  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) SS.:

On this 30<sup>th</sup> day of January, 1995, before me personally appeared Chikara Oshima, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE TOKAI BANK, LIMITED, NEW YORK BRANCH, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mello*  
.....  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4729312  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996